

**Miller Shared Equity Limited**  
(formerly Crookston Limited)

**Directors' Report and Financial Statements**

31 December 2010

Registered Number SC219148

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## Directors' Report

The directors present their annual report together with the financial statements of the company for the year ended 31 December 2010.

### Principal activity

The principal activity of the company is to administer shared equity transactions on behalf of a third party, under a Shared Equity Proceeds Agreement ("SEPA") dated 10 September 2010. Under the SEPA, the company bears no risk in relation to the shared equity transactions entered into on behalf of the third party and, accordingly, such transactions are not reflected in the company's balance sheet.

### Directors

The directors of the company during the year were:

Ewan T Anderson	(resigned 29 March 2011)
Julie M Jackson	
Moirra J Kinniburgh	(resigned 16 August 2010)
Peter Thomson	(resigned 16 August 2010)
David J E Knight	(resigned 16 August 2010)
Ian Murdoch	(appointed 29 March 2011)

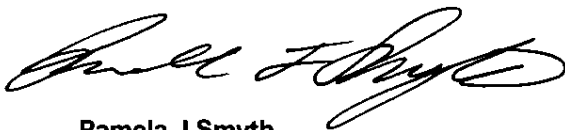
### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



Pamela J Smyth  
Secretary

23 September 2011

## **Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG  
United Kingdom

## **Independent auditor's report to the members of Miller Shared Equity Limited**

We have audited the financial statements of Miller Shared Equity Limited for the year ended 31 December 2010 set out on pages 4 to 6. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's web-site at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm)

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its result for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

**M Ross (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

30 September 2011

# **Profit and Loss Account**

*For the year ended 31 December 2010*

	Notes	2010 £	2009 £
Turnover	1	-	-
Cost of sales		-	-
		<hr/>	<hr/>
<b>Gross profit</b>		-	-
Administrative expenses		-	-
		<hr/>	<hr/>
<b>Result on ordinary activities before taxation</b>		-	-
Taxation on result on ordinary activities		-	-
		<hr/>	<hr/>
<b>Result on ordinary activities after taxation</b>		-	-
		<hr/>	<hr/>


No separate statement of total gains and losses has been presented as all such gains and losses have been dealt with in the profit and loss account.

## Balance Sheet

As at 31 December 2010

	Notes	2010 £	2009 £
<b>Current assets</b>			
Debtors – unpaid share capital		1	1
<b>Net assets</b>		<u>1</u>	<u>1</u>
<b>Capital and reserves</b>			
Called up share capital	3	1	1
<b>Shareholders' funds</b>		<u>1</u>	<u>1</u>

The financial statements were approved by the board of directors on 23 September 2011 and signed on its behalf by:



Ian Murdoch  
 Director

## NOTES

### 1. Accounting policies

#### **Basis of accounting**

The principal accounting policies, all of which have been applied consistently throughout the current and the preceding year, are as follows:

#### **Basis of preparation**

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

The company is exempt from the requirement of Financial Reporting Standard 1, to prepare a cash flow statement, as it is wholly owned subsidiary of The Miller Group Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the company is a wholly owned subsidiary of The Miller Group Limited, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of The Miller Group Limited, within which this company is included, can be obtained from the address given in note 4.

#### **Turnover**

Turnover represents handling fees earned by the company on the recovery of shared equity loan transactions entered into with customers of Thomas Mitchell Homes Limited (In Administration). As no shared equity balances were recovered during the year no handling fees were earned by the company.

As the company bears no risk in relation to the relevant shared equity transactions, such transactions are not reflected in the company's balance sheet.

### 2. Directors' emoluments

There were no emoluments paid to Directors during the year.

3. Share capital	2010	2009
	£	£
<i>Authorised:</i>		
1,000 A Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up but unpaid:</i>		
1 A Ordinary share of £1 each	<u>1</u>	<u>1</u>

### 4. Contingent liability

Pursuant to a Shared Equity Proceeds Agreement entered into by the company on 10 September 2010, the company has granted a floating charge over the company's assets in favour of Thomas Mitchell Homes Limited (In Administration) as a continuing security for the payment or discharge of the secured liabilities as defined in the Shared Equity Proceeds Agreement.

### 5. Immediate and ultimate parent company

The company's immediate parent company is Miller Homes Holdings Limited and its ultimate parent company is The Miller Group Limited. Both companies are registered in Scotland and incorporated in Great Britain and their accounts can be obtained from the Registrar of Companies, Companies House, 4<sup>th</sup> Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.